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UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

REGION I

J.F. KENNEDY FEDERAL BUILDING, BOSTON, MASSACHUSETTS 02203-2211

October 10, 1989

Paul Galvani
Ropes & Gray
One International Place
Boston, MA 02110-2624

Re: Notice of Federal Lien on Aerovox, Inc.
Property in New Bedford, Massachusetts

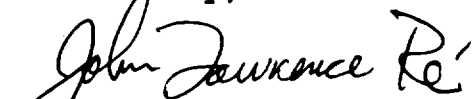
Dear Mr. Galvani:

By this letter EPA informs you that, on or about October 10, 1989, a lien was filed on property owned by Aerovox, Inc. at 740 Belleville Avenue, New Bedford, Massachusetts. In particular, EPA filed the lien in accordance with Section 107(1) of the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA), 42 U.S.C. § 9607(1), as amended by the Superfund Amendments and Reauthorization Act (SARA), Pub. L. 99-499, on property that was conveyed to Aerovox, Inc., and is described in the deed set forth on page 69 of Book 1772 of the Bristol South District Registry of Deeds. A copy of the Notice of Federal Lien is attached hereto.

Under Section 107(1) of CERCLA, all costs and damages for which a person is liable under Section 107(a) of CERCLA constitute a lien in favor of the United States upon all real property and rights to such property which belong to such persons and are subject to, or affected by a removal or remedial action. Aerovox, Inc., as the owner of a facility which includes a portion of the New Bedford Harbor Superfund Site, is a potentially responsible party under Section 107(a) of CERCLA. In addition, EPA has expended and anticipates continuing to expend monies for response actions at the facility. As a result the portion of the facility is part of the "Hot Spot" being addressed in the first operable unit of EPA's Remedial Actions. Of the costs incurred by EPA, a lien has arisen in favor of the United States on all of Aerovox, Inc.'s property affected by or subject to the removal and remedial actions at the New Bedford facility. At present the amount of this lien is estimated at twenty million dollars (\$20,000,000); however, final costs are presently unknown and may be significantly higher. This lien will continue until the liability for costs incurred by the United States is satisfied.

By filing this lien it is EPA's intent to protect its right to recover all costs and damages for which Aerovox, Inc., is liable to the United States, by securing EPA's priority within the hierarchy of all known and potential purchasers, holders of security interests and judgment lien creditors of Aerovox, Inc.

Yours truly,



John Lawrence Re
Office of Regional Counsel

Enclosures

cc: Ellen Mahan
U.S. Justice Department

Nancy Preis
Massachusetts Attorney General's Office

Belinda Holmes
Office of Enforcement and Compliance Monitoring

Jonathan Z. Cannon
Acting Assistant Administrator
EPA Office of Solid Waste and
Emergency Response